

STATE OF MISSOURI



DEPARTMENT OF INSURANCE, FINANCIAL INSTITUTIONS AND PROFESSIONAL REGISTRATION

P.O. Box 690, Jefferson City, Mo. 65102-0690

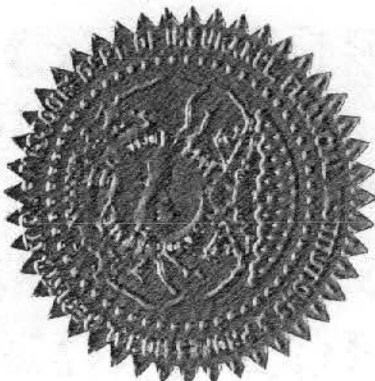
RE: Examination Report of Mercy MC+, Inc. as of December 31, 2006

ORDER

After full consideration and review of the report of the financial examination of Mercy MC+, Inc. for the period ended December 31, 2006, together with any written submissions or rebuttals and any relevant portions of the examiner's workpapers, I, Douglas M. Ommen, Director, Missouri Department of Insurance, Financial Institutions and Professional Registration pursuant to section 374.205.3(3)(a), RSMo., adopt such report. After my consideration and review of such report, workpapers, and written submissions or rebuttals, the findings and conclusions of the examination report are incorporated by reference and deemed to be my findings and conclusions to accompany this order pursuant to section 374.205.3(4), RSMo.

Based on such findings and conclusions, I hereby ORDER Mercy MC+, Inc., to take the following action or actions, which I consider necessary to cure any violation of law, regulation or prior order of the Director revealed by such report: (1) implement, and verify compliance with, each item mentioned in the General Comments and/or Recommendations section of such report; (2) account for its financial condition and affairs in a manner consistent with the Director's findings and conclusions.

So ordered, signed and official seal affixed this May 28, 2008.



DOUGLAS M. OMMEN, Director
Department of Insurance, Financial Institutions
and Professional Registration

REPORT OF
FINANCIAL EXAMINATION

Mercy MC+, Inc.

AS OF
DECEMBER 31, 2006

FILED
JUN 07 2008
DIRECTOR OF INSURANCE,
FINANCIAL INSTITUTIONS &
PROFESSIONAL REGISTRATION



STATE OF MISSOURI
DEPARTMENT OF INSURANCE, FINANCIAL INSTITUTIONS AND
PROFESSIONAL REGISTRATION
JEFFERSON CITY, MISSOURI

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April 16, 2008
St. Louis, Missouri

Honorable Douglas M. Ommen, Director
Missouri Department of Insurance,
Financial Institutions and Professional Registration
301 West High Street, Room 630
Jefferson City, MO 65101

Dear Sir:

In accordance with your financial examination warrant, a full scope financial examination has been made of the records, affairs and financial condition of

Mercy MC+, Inc.

also referred to as "MC+" or the "Company." The examination was conducted at the Company's office at 14528 S. Outer 40, Suite 300, Chesterfield, MO 63017-5705, telephone number (314) 218-8100. This examination began on April 30, 2007, and concluded on the above date.

SCOPE OF EXAMINATION

Period Covered

This is the first full scope financial examination of Mercy MC+, Inc. This full scope financial examination covers the period from the Company's inception on May 12, 2005, through December 31, 2006. The examination was conducted by examiners from the state of Missouri. Lewis & Ellis, Inc., Actuaries & Consultants, reviewed reserves and related actuarial items pursuant to a contract with the Department of Insurance, Financial Institutions and Professional Registration (DIFP).

This examination also included material transactions and/or events occurring after December 31, 2006.

Procedures

This examination was conducted using the guidelines set forth in the Financial Condition Examiners Handbook of the NAIC (National Association of Insurance Commissioners), except where practices, procedures and applicable regulations of the Department of Insurance, Financial Institutions and Professional Registration and statutes of the state of Missouri prevailed.

Comments Previous Examination

None, this is the first examination of the Company.

HISTORY

General

Mercy MC+, Inc. was incorporated on May 12, 2005 as a subsidiary of Mercy Health Plans of Missouri, Inc (MHPMO). MC+ was licensed as a Health Maintenance Organization (HMO) on June 28, 2005. The Company was formed to take advantage of tax incentives available to Medicaid only HMO's. All of the former Medicaid business of MHPMO was transferred on July 1, 2005 to MC+ and then ceded back to MHPMO under a 100% quota share reinsurance agreement that included the management and administration of MC+ by MHPMO.

Capital Stock

The Company is authorized to issue 100,000 shares of \$1 par value capital common stock. On June 30, 2005, the Company issued 3,000 shares for \$607,613, resulting in capital common stock account of \$3,000 and gross paid in and contributed capital of \$604,613.

Dividends

The Company has paid no dividends since inception.

Management

The Board of Directors of the Company consists of nine members, as authorized by the Articles of Incorporation. The members serving as of December 31, 2006, were as follows:

<u>Name</u>	<u>Principal Occupation</u>
Ronald B. Ashworth Chesterfield, MO	Sisters of Mercy Health System, St. Louis, Inc. President/Chief Executive Officer
Ronnie D. Brownsworth, M. D. Springfield, MO	St. John's Health System Sr. Vice President-Medical Management
Kim Day Springfield, MO	St. John's Health System Chief Financial Officer
Thomas H. Hale, M.D. St. Louis, MO	Mercy Medical Group President
Margaret D. DeNarvaez St. Louis, MO	St. John's Mercy Health Care President/Chief Executive Officer
James R. Jaacks Chesterfield, MO	Sisters of Mercy Health System, St. Louis, Inc. Vice President/Chief Financial Officer
Mark L. Lane Rego Park, NY	Fidelis Care New York President/Chief Executive Officer
Michael G. Murphy Chesterfield, MO	MHP, Inc. President/Chief Executive Officer

Robert R. Vogel
Chesterfield, MO

Sisters of Mercy Health System, St. Louis, Inc.
Vice President – Managed Care

Article VI of the bylaws states that “. . .The officers of the corporation shall include a president, a treasurer and a secretary...The president may appoint such other officers and agents as he shall deem desirable...”

The officers elected and serving as of December 31, 2006, were as follows:

<u>NAME</u>	<u>POSITION</u>
Michael G. Murphy	President/Chief Executive Officer
Charles S. Gilham	Corporate Secretary
George A. Schneider	Chief Financial Officer/Treasurer

Conflict of Interest

The Company has a comprehensive Corporate Compliance Program which includes a Code of Conduct, Conflict of Interest Policy, and Information Technology Usage Policy. Conflict of Interest Forms were reviewed for directors and officers for the period under examination with no material conflicts noted.

Corporate Records

The Company reported no amendments to the articles of incorporation or the bylaws during the period under examination. The minutes of the Board of Directors provided sufficient documentation of major corporate transactions, however there was insufficient corporate documentation as noted below.

Election of members to the Board of Directors is a function of the stockholders; however the election was noted in the Board of Directors meeting minutes. The Company was unable to provide minutes of stockholder meetings during the examination period.

Although Article IV of the bylaws states that the Company shall have an Executive committee comprised of four members, there was no election of members to that committee documented in the Board of Directors' minutes during the examination period. The Company was unable to provide minutes of an Executive committee.

Acquisitions, Mergers, and Major Corporate Events

The Company was formed in 2005, to take advantage of tax incentives available to Medicaid only HMO's, taking the Medicaid business of MHPMO. Effective June 30, 2006, the Company terminated its participation in the Missouri Medicaid program, and is currently writing no new business.

Surplus Debentures

None

AFFILIATED COMPANIES

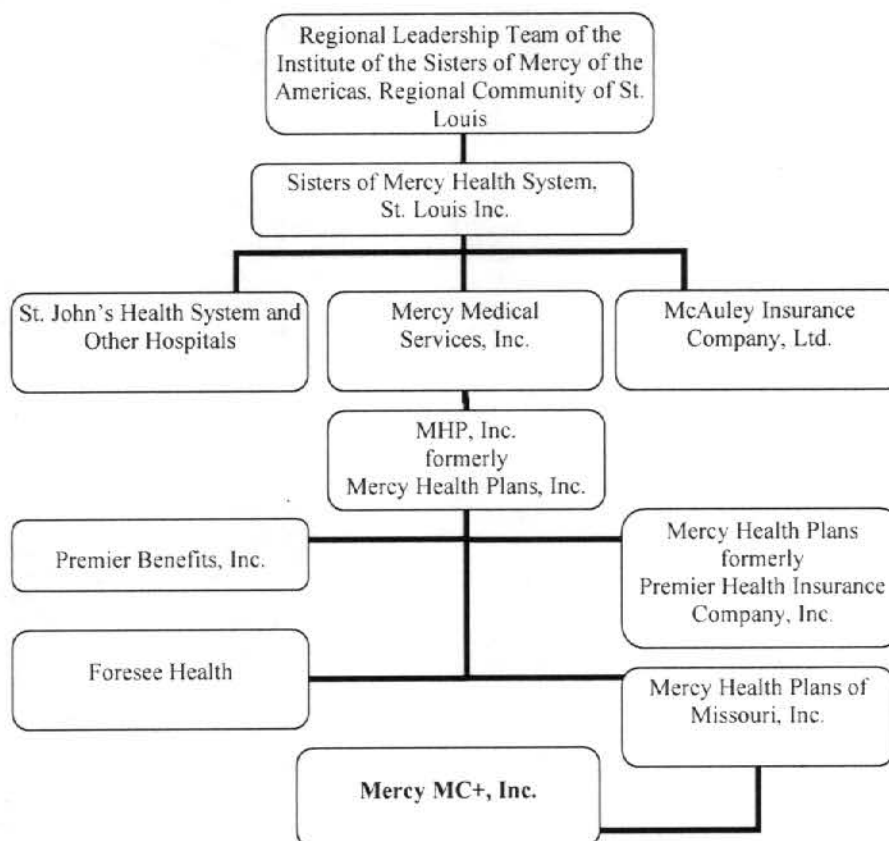
Holding Company, Subsidiaries and Affiliates

The ultimate controlling person in the insurance holding company system is the Regional Leadership Team of the Institute of the Sister of Mercy of the Americas, Regional Community of St. Louis (Sisters of Mercy). The Sisters of Mercy is a Roman Catholic order of nuns. One of their ministries is Sisters of Mercy Health System, St. Louis, Inc., a not-for-profit corporation.

St. Edwards Mercy Medical Center, a member of the holding company, contributed its subsidiary Mercy Medical Services, Inc. (MMSI) to Sisters of Mercy Health System, St. Louis, Inc. on June 30, 2005. Subsequently, the Sisters of Mercy Health System, St. Louis, Inc. contributed its subsidiary MHP, Inc. to MMSI. Consequently, Sisters of Mercy Health System, St. Louis, Inc. owns 100% of the stock of MMSI which owns 100% of the stock of MHP, Inc., (formerly Mercy Health Plans, Inc.), a for profit holding company. MHP, Inc. owns 100% of the stock of Premier Benefits, Inc., Mercy Health Plans, (formerly Premier Health Insurance Company, Inc.), Mercy Health Plans of Missouri, Inc. and ForeSee Health, Inc. Mercy Health Plans of Missouri, Inc. owns 100% of Mercy MC+, Inc.

Organizational Chart

The Sisters of Mercy and some of their subsidiaries form an insurance holding company system as defined by Section 382.010 RSMo (Definitions). The organizational chart below depicts the portion of the holding company system of which Mercy MC+, Inc. is directly a part.



Intercompany Agreements

During the period under examination the Company was party to the following intercompany agreements, not including reinsurance agreements. Reinsurance agreements are discussed in the reinsurance section of this report.

1. Type: Tax Allocation Agreement
- Parties: Mercy Medical Services, Inc., MHP, Inc., Mercy Health Plans of Missouri, Inc., Premier Benefits, Inc., Mercy Health Plans, Foresee Health, Inc., and Mercy MC+, Inc.
- Effective: October 1, 2005
- Terms: The companies elect to file consolidated federal income tax returns pursuant to the provisions of section 1501 of the Internal Revenue Code of 1986 as amended.

The consolidated federal income tax liability of the companies shall be apportioned to each company as if each company had computed its federal income tax liability on a separate company basis.

Allocations will be reconciled within 45 days after the end of each quarter and settlement of any tax liability will be made within 90 days from the filing of the consolidated return.

2. Type: Guaranty Agreement
- Parties: Sisters of Mercy Health System, St. Louis, Inc. and MHP, Inc.
- Effective: February 2, 2000 updated May 7, 2004
- Terms: Sisters of Mercy Health System, St. Louis, Inc. unconditionally guarantees the due and punctual payment of all legal obligations of MHP, Inc. and subsidiaries (includes Mercy MC+, Inc.) and unconditionally guarantees that MHP, Inc. will maintain an adequate level of capital to comply with all regulatory and statutory requirements.

The guaranty is to remain in effect until the earlier of: (a) when MHP, Inc. is assigned an independent financial strength rating from Standard & Poor's Ratings Group, equal to or better than guarantor or (b) 90 days after this guaranty is revoked by written notice to MHP, Inc. and the Missouri Department of Insurance.

3. Type: Disease Management Agreement
- Parties: Mercy Health Plans of Missouri, Inc., Mercy Health Plans, Mercy MC+, Inc., and Foresee Health, Inc.
- Effective: October 1, 2005
- Terms: Foresee Health, Inc. is an affiliated company providing various disease management programs to the other companies in this agreement where medical management is not already delegated. The programs offered include management of diabetes, asthma, congestive heart failure, and complex care coordination.

The companies will pay PMPM fees to Foresee Health, Inc. for these services.

These agreements were all filed with the Missouri Department of Insurance and were not disapproved.

FIDELITY BOND AND OTHER INSURANCE

Mercy MC+, Inc. is insured on a \$1,250,000 crime policy, issued to MHP, Inc. and subsidiaries with a \$1,000 deductible. This coverage meets the NAIC suggested minimum coverage.

The Company is also insured on other coverages which include but are not limited to: auto liability, auto physical damage, comprehensive liability, excess liability healthcare, directors and

officers, employment practices, fiduciary, non-owned aircraft liability, property and workers' compensation. The Sisters of Mercy Health System, St. Louis, Inc. appears to provide adequate coverage for the exposed risks of Mercy MC+, Inc.

EMPLOYEE BENEFITS

The Company has no employees. All personnel services are provided pursuant to the management agreement with MHP, Inc., (formerly Mercy Health Plans, Inc.)

The Sisters of Mercy Health Systems, Inc. provides a complete benefit package for all employees of its holding company group, including vacation, sick leave, life insurance, disability coverage, tuition reimbursement, medical, dental and vision benefits, and flexible spending accounts. They also provide both a pension plan, which is completely funded by the Sisters of Mercy Health Systems, Inc., and a 401 (k) plan for all employees.

STATUTORY DEPOSITS

Deposits with the State of Missouri

The funds on deposit with the Department of Insurance, Financial Institutions and Professional Registration as of December 31, 2006, as reflected below, were deemed sufficient in par and market value to meet the deposit requirement for the state of Missouri in accordance with Section 354.075 RSMo (Capital required to do business):

<u>Security</u>	<u>Par Value</u>	<u>Market Value</u>	<u>Statement Value</u>
U.S. Treasury Note	<u>\$310,000</u>	<u>\$305,641</u>	<u>\$308,425</u>

INSURANCE PRODUCTS AND RELATED PRACTICES

Territory and Plan of Operations

The Company is licensed as an HMO with the DIFP under Chapter 354 RSMo (Health service corporations, health maintenance organizations and prepaid dental plans) and operates as an individual practice association model. The Company is not licensed in any other state or territory. The Company was formed to take advantage of tax incentives available to Medicaid only HMO's. All of the former Medicaid business of MHPMO was transferred on July 1, 2005 to MC+ and then ceded back to MHPMO under a 100% quota share reinsurance agreement that included the management and administration of MC+ by MHPMO.

The Company terminated its participation in the Missouri Medicaid program effective June 30, 2006. The Company is currently writing no new business, and on April 7, 2008, the Company filed a Form D with the DIFP to inform the Department that management intended to dissolve the Company on or before June 15, 2008. All assets and liabilities of Mercy MC+, Inc. will be assumed by its parent, Mercy Health Plans of Missouri, Inc.

Policy Forms & Underwriting; Advertising & Sales Material and Treatment of Policyholders

The DIFP has a Market Conduct staff that performs a review of these issues and generates a separate Market Conduct report. A Market Conduct examination was conducted on related Companies, (which share the same systems), concurrently with this examination. No issues were noted which would have a financial impact on the Company's solvency.

REINSURANCE

General

The Company had direct written premium of \$52,054,682 in 2006, and \$52,240,542 in 2005. Since all premiums were ceded there was no net premium in either year.

Assumed

The Company does not assume any reinsurance.

Ceded

The Company is contingently liable for all reinsurance losses ceded to others. This contingent liability would become an actual liability in the event that an assuming reinsurer fails to perform its obligations under the reinsurance agreement.

Quota Share Reinsurance Agreement

The Company was formed by Mercy Health Plans of Missouri, Inc. (MHPMO), to take advantage of tax incentives available to Medicaid only health maintenance organizations. All of the former Medicaid business of MHPMO was transferred on July 1, 2005 to MC+ and then ceded back to MHPMO under a 100% quota share agreement.

The Medicaid business consisted solely of a contract with the state of Missouri which was not renewed after June 30, 2006. The reinsured business is currently in runoff. MC+ reported no members at year end 12/31/06.

Excess HMO Reinsurance Agreement

In 2005, the Company obtained excess reinsurance coverage through Munich American Reassurance Company. In 2006 the Company contracted with Employers Reinsurance Corporation. The agreement provides for retention by the Company of the first \$400,000 of hospital services and first \$250,000 for medical services for each member during the year. The Company also retains a portion of the cost above the initial retention: ten per cent for scheduled services and more if cost exceeds the scheduled rate.

The agreement also provides for a carryover if the agreement is renewed. Loss incurred during the last sixty days of the agreement period for which the specific retention was not met is reinsured as if incurred during the next agreement.

There is a \$2,000,000 limit per member per agreement period and per lifetime.

Experience Refund Agreement

The Company was also a party to an "Experience Refund Agreement" among itself, Employers Reinsurance Corporation, Mercy Health Plans of Missouri, Inc., and Mercy Health Plans. The provisions of this agreement provide for a refund from Employers Reinsurance Corporation should certain premium and loss ratio goals be met. This agreement had no material effect on any of the Companies.

ACCOUNTS AND RECORDS

An independent accounting firm audits the Company annually. The Company's 2006 financial statements were audited by the CPA firm, Ernst & Young LLP. Their workpapers were used in the course of this examination as deemed appropriate.

Reserves and related actuarial items reported in the financial statements were reviewed and certified by Daniel S. Pribe, F.S.A., M.A.A.A., Executive Director of Actuarial and Underwriting Services, Mercy Health Plans Inc.

The actuarial firm of Lewis & Ellis, Inc., reviewed the actuarial assumptions and methods used by the Company in determining claims unpaid, policy reserves and related actuarial items pursuant to a contract with the Department of Insurance, Financial Institutions and Professional Registration and they opined that reserves and related actuarial items were reasonable.

Andrew Balas, the Information Systems Examination Specialist with the Department of Insurance, Financial Institutions and Professional Registration, reviewed the Company's information systems with no major problems noted. The Company has a disaster recovery plan in place. All information system services are provided by the parent company.

FINANCIAL STATEMENTS

The following financial statements, with supporting exhibits, present the financial condition of the Company as of December 31, 2006, and the results of operations for the fiscal period then ended. Any examination adjustments to the amounts reported in the financial statements and/or comments regarding such are made in the "Notes to the Financial Statements," which follow the financial statements.

There may have been additional differences found in the course of this examination, which are not shown in the "Notes to the Financial Statements." These differences were determined to be

immaterial in relation to the financial statements, and therefore were only communicated to the Company and noted in the workpapers for each individual financial statement item.

ASSETS

	Amounts Per Annual Statement		Examination Adjustments	Net Admitted Assets
Bonds	\$308,425			\$308,425
Cash and short-term investments	317,808			317,808
Subtotal Cash and Invested Assets	\$626,233			\$626,233
Investment income due and accrued	3,223			3,223
Uncollected premiums and agents balances	17,848			17,848
Other amounts receivable under rein contracts	86,167			86,167
Total Assets	\$733,471			\$733,471

LIABILITIES, CAPITAL AND SURPLUS

	Amounts Per Annual Statement	Notes	Examination Adjustments	Amounts Per Examination
General expenses due or accrued	4,273			4,273
Federal income tax payable	36,526			36,526
Payable to parent, subsidiaries and affiliates	18,133			18,133
Medicare Part D reserve reinsurance payment				
Total Liabilities	\$58,932			\$58,932
Common capital stock	\$3,000			\$3,000
Gross paid in surplus	604,613			604,613
Unassigned funds	66,926			66,926
Total Liabilities, Capital and Surplus	\$733,471			\$733,471

STATEMENT OF REVENUE AND EXPENSES

	Amounts Per Annual Statement
Net premium income	
Network Rental	
Capitation on ASO Plans	
Total revenues	
Hospital and Medical:	
Hospital and medical benefits	\$38,356,763
Other professional services	1,460,386
Emergency room and out-of-area	5,064,493
Prescription drugs	9,252,144
Global capitation expense	
Capitation on ASO Plans	
subtotal	\$54,133,786
Less:	
Net reinsurance recoveries	(54,133,786)
Total hospital and medical	
Claims adjustment expenses	
General administrative expenses	31,236
Increase in reserves for life and accident and health contracts	
Total underwriting deductions	\$31,236
Net underwriting gain or (loss)	(\$31,236)
Net investment income earned	93,197
Net investment gains	\$61,961
Federal and foreign income taxes incurred	(21,944)
Net Income	\$40,017

NOTES TO FINANCIAL STATEMENTS

There are no notes to the financial statements.

EXAMINATION CHANGES

There were no examination changes.

GENERAL COMMENTS AND/OR RECOMMENDATIONS

Corporate Records

Page 3

Election of members to the Board of Directors is a function of the stockholders; however the election was noted in the Board of Directors meeting minutes. The Company was unable to provide minutes of stockholder meetings during the examination period.

Although Article IV of the bylaws states that the Company shall have an Executive committee comprised of four members, there was no election of members to that committee documented in the Board of Directors' minutes during the examination period. The Company was unable to provide minutes of an Executive committee.

The Company is required to hold stockholder meetings and maintain the minutes thereof. Those minutes must document the election of the Board of Directors. The Company shall adhere to its bylaws, which includes electing an Executive committee or change its Bylaws. The Company shall maintain the minutes of the meetings of the committee.

SUBSEQUENT EVENTS

The Company terminated its participation in the Missouri Medicaid program effective June 30, 2006. The Company is currently writing no new business, and on April 7, 2008, the Company filed a Form D with the DIFP to inform the Department that management intended to dissolve the Company on or before June 15, 2008. All assets and liabilities of Mercy MC+, Inc. will be assumed by its parent, Mercy Health Plans of Missouri, Inc.

ACKNOWLEDGMENT

The assistance and cooperation extended by Mercy MC+, Inc. during the course of this examination is hereby acknowledged and appreciated. In addition to the undersigned, Douglas Daniels, CPA, and Andrew T. Balas, AES, CFE, CPA, examiners for the Department of Insurance, Financial Institutions and Professional Registration participated in this examination. Karen E. Elsom, FSA, MAAA, of Lewis & Ellis, Inc., Actuaries & Consultants, reviewed the actuarial assumptions and methods used by the Company in determining policy reserves and related actuarial items.

VERIFICATION

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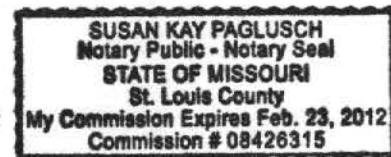
I swear on my oath that to the best of my knowledge and belief the above examination report is true and accurate and is comprised of only facts appearing upon the books, records or other documents of the Company, its agents or other persons examined or as ascertained from the testimony of its officers or agents or other persons examined concerning its affairs and such conclusions and recommendations as the examiners find reasonably warranted from the facts.

Wyatt R Sample
Wyatt R Sample, CFE, CPA
Examiner-in-Charge, Department of Insurance,
Financial Institutions and Professional Registration
Midwestern Zone, NAIC

Sworn to and subscribed before me this 14 day of April
My commission expires: _____

Feb 23 2012


Susan K. P. Jones
Notary Public



SUPERVISION

The examination process has been monitored and supervised by the undersigned. The examination report and supporting workpapers have been reviewed and approved. Compliance with the National Association of Insurance Commissioners procedures and guidelines as contained in the Financial Condition Examiners Handbook has been confirmed.

Handbook has been confirmed.


Christiana Dugopolski, CFE, CPA
Audit Manager, Department of Insurance,
Financial Institutions and
Professional Registration



RECEIVED

MAY 23 2008

INSURANCE SOLVENCY
&
COMPANY REGULATION

May 20, 2008

Frederick G. Heese, CFE, CPA
Chief Financial Examiner & Acting Division Director
Missouri Department of Insurance
301 West High Street, Room 530
P.O. Box 690
Jefferson City, MO 65102-0690

Re: Mercy MC+, Inc.
Financial Examination for the period ending December 31, 2006

Dear Mr. Heese:

Thank you for sending a Draft of the Financial Examination Report of Mercy MC+, Inc. The following response to MDI's General Comments And/Or Recommendations beginning on Page 12 of the report may be included in the report as a public document.

Corporate Records

Page 3

The Company will provide more formal documentation of meeting minutes, including meetings of the Executive Committee and Shareholder meetings, until such time as the Company is dissolved in 2008. The dissolution documentation will be filed by June 13th, 2008, therefore no meetings following that date will be expected to be held.

If you need anything additional or have questions, please contact me.

Sincerely,

A handwritten signature in cursive script that reads "George A. Schneider".

George A. Schneider, CFO and Treasurer
Mercy MC+, Inc.
14528 South Outer 40, Ste. 300
Chesterfield, MO 63017-5705

Cc: Robert R. Vogel, President and CEO